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SUPLEE & SHEA, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

T. Raymond Suplee, C.P.A.
Norman J. Shea, III, C.P.A.
Thomas R. Craner, C.P.A.
Joseph E. Rocklein, III, C.P.A.

September 22, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed please find Article of Incorporation and a check for fee in the amount of \$122.50 for the following new Florida corporation:

Skin Craft, Inc.

Thank you for your cooperation in this matter.

Sincerely,

T. Raymond Suplee

T. Raymond Suplee, CPA

TRS:jtr
Encl.

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
SKIN CRAFT, INC.**

The Undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

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ARTICLE I. NAME

The name of the corporation shall be:
SKIN CRAFT, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, having a One and 00/100 Dollar (\$1.00) par value.

ARTICLE IV. ADDRESS

The street address of the Corporation is 800 South Osprey Avenue, Sarasota, Florida 34236. The street address of the initial registered office of the corporation shall be 800 South Osprey Avenue, Sarasota, Florida 34236 and the name of the initial registered agent of the corporation at that address is **T. RAYMOND SUPLEE**.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the Regulations issued thereunder. Such action as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. DIRECTORS AND OFFICERS

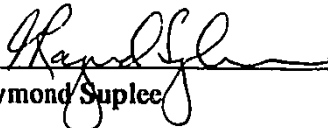
This corporation shall have no Directors or Officers, initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the By-Laws.

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

T. RAYMOND SUPLEE 800 S. Osprey Avenue
Sarasota, FL 34236

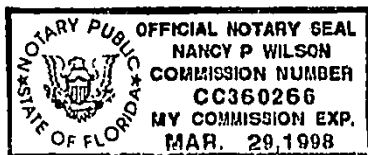
IN WITNESS WHEREOF, The undersigned has hereunto set his hand and seal
on the 22 day of September 1997.

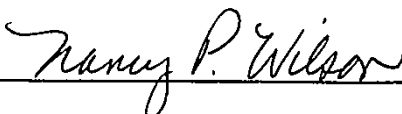


T. Raymond Suplee

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that the foregoing was acknowledged before me this
22ND Day of SEPTEMBER, 1997, by T. RAYMOND SUPLEE, who is personally
known to me.





Nancy P. Wilson
I am a Notary Public in and for the State of
Florida and my commission expires March
29, 1998.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

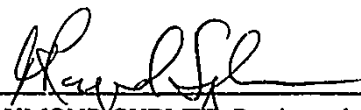
The following is submitted in compliance with chapter 48.091
Florida Statutes.

SKIN CRAFT, INC., a corporation organized under the laws of the State of
Florida, with its principal office at 800 South Osprey Avenue, Sarasota, Florida 34236,
has named **T. RAYMOND SUPLEE**, located at 800 South Osprey Avenue, Sarasota,
Florida 34236, as its registered agent at said initial registered office, to accept service of
process within this State.



T. RAYMOND SUPLEE, Subscriber

Having been named to accept service of process for the above corporation, at the
place designated in this Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.



T. RAYMOND SUPLEE, Registered Agent

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